

**TRAILER TRAIN  
COMPANY**

300 SOUTH WACKER DRIVE • CHICAGO, ILLINOIS 60606  
(312) 786-1200

March 14, 1978

Mr. Robert L. Oswald  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 2570 Filed & Recorded

**MAR 24 1978 - 9 52 AM**

**INTERSTATE COMMERCE COMMISSION**

Dear Sir:

Will you please record, as provided in Section 20c of the Interstate Commerce Act, the enclosed Statement of New Numbers dated as of October 25, 1977, which relates to the Equipment Trust Agreement, Series 34, dated as of July 1, 1974, between Manufacturers Hanover Trust Company and Trailer Train Company. ~~Five (5)~~ <sup>four</sup> counterpart originals of these documents are enclosed with this letter of transmittal together with a check in the amount of \$10.

The information required for such recordation by order of the Interstate Commerce Commission is as follows:

1116.4(b) - The names and addresses of the parties to the transaction:

Trustee: Manufacturers Hanover Trust Company  
40 Wall Street  
New York, New York 10015

Company: Trailer Train Company  
300 South Wacker Drive  
Chicago, Illinois 60606

1116.4(c) - General description of the equipment:

Type	AAR Mechanical Designation	Units	Marked*	Numbered
89'4", all- purpose flatcars	FC	114	TTX	975437, 975533 975439, 975534 975441, 975536 975442, 975537 975443, 975538 975444, 975539 975445, 975540 975446, 975541 975447, 975545 975448, 975546 975449, 975547 975450, 975548 975451, 975549

8-683AC 21  
Date MAR 24 1978  
Fee \$ 26  
ICC Washington, D. C.

RECEIVED  
24 9 48 AM '78  
CERTIFICATION UNIT

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<u>Type</u>	AAR <u>Mechanical</u> <u>Designation</u>	<u>Units</u>	<u>Marked*</u>	<u>Numbered</u>
				975452, 975558
				975453, 975560
				975455, 975561
				975456, 975562
				975457, 975563
				975459, 975565
				975460, 975568
				975461, 975569
				975462, 975570
				975463, 975572
				975465, 975573
				975467, 975574
				975468, 975575
				975471, 975577
				975473, 975578
				975475, 975579
				975478, 975580
				975479, 975581
				975480, 975582
				975485, 975583
				975487, 975584
				975490, 975586
				975496, 975587
				975498, 975589
				975502, 975590
				975503, 975592
				975504, 975593
				975505, 975594
				975507, 975595
				975508, 975596
				975509, 975598
				975512, 975599
				975515, 975600
				975517, 975601
				975518, 975602
				975521, 975603
				975522, 975604
				975524, 975605
				975526, 975607
				975527, 975608
				975528, 975610
				975530, 975611
				975531, 975612
				975532, 975613

\*All units have marked on each side thereof the following legend:

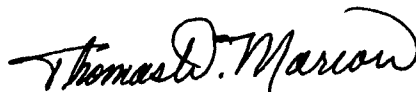
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"Owned by a Bank or Trust Company under a Security Agreement Filed Under the Interstate Commerce Act, Section 20c."

1116.4(e) - Prior recordations relating to these documents being filed have been made on July 1, 1974, recordation number 7570, on October 21, 1974, recordation number 7570-A, on November 29, 1974, recordation number 7570-B, on March 6, 1975, recordation number 7570-C, on December 9, 1977, recordation 7570-D and on February 14, 1978, recordation number 7570-E.

1116.4(f) - Four (4) counterpart originals of the Statement of New Numbers being recorded should be returned to the undersigned at the above address.


Very truly yours,

A handwritten signature in cursive script, reading "Thomas D. Marion".

T. D. Marion  
Manager, Equipment Financing

nh  
Enclosures

SUPPLEMENTAL AGREEMENT XXXII  
(Trust Group 7)

REGISTRATION NO. 7570   
Filed 1425  
DEC 06 1979 - 2 10 PM  
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT dated as of December 1, 1979,  
between MANUFACTURERS HANOVER TRUST COMPANY, a New York  
corporation, as Agent (the "Agent"), and TRAILER TRAIN COMPANY,  
a Delaware corporation, (the "Company").

WHEREAS, the Trustee and the Company have entered into the  
Equipment Trust Agreements and supplements thereto described in  
Schedule A attached hereto (hereinafter collectively called  
"Trust Agreement"); and

WHEREAS, in compliance with the Trust Agreements funds have  
been deposited or will be deposited by the Company with the  
Trustee for the equipment described in Schedule B attached hereto  
and previously declared destroyed by the Company (said destroyed  
equipment being hereinafter called "Destroyed Equipment"); and

WHEREAS, the Company desires to purchase the equipment  
described in Schedule C attached hereto (hereinafter called  
"Replacement Equipment") as provided in the Trust Agreements:

NOW, THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and  
transferred to the Company by the Trustee and is no longer subject  
to the terms and conditions of the Trust Agreements.

The Replacement Equipment is hereby subjected to the terms  
and conditions of the Trust Agreements in compliance therewith.

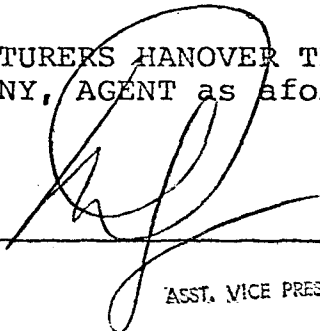
The Company will cause this Supplemental Agreement to be recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 (a).

This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the agent and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

MANUFACTURERS HANOVER TRUST  
COMPANY, AGENT as aforesaid

By

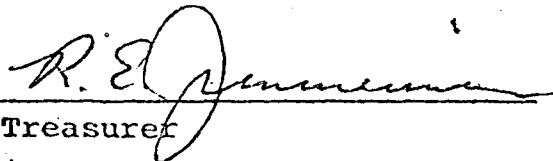
  
ASST. VICE PRESIDENT

ATTEST:

  
ASSISTANT SECRETARY

TRAILER TRAIN COMPANY

By

  
Treasurer

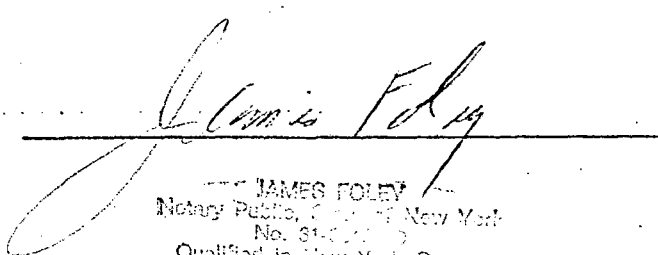
ATTEST:

  
Assistant Secretary

STATE OF NEW YORK    )  
                          )   ss:  
COUNTY OF NEW YORK    )

On this 4<sup>th</sup> day of December, 1979, before me personally  
appeared       W. B. DODGE       to me personally known, who,  
being by me duly sworn, says that he is       ASST. VICE PRESIDENT

of Manufacturers Hanover Trust Company, that  
one of the seals affixed to the foregoing instrument is the corporate  
seal of said corporation, that said instrument was signed and  
sealed on behalf of said corporation by authority of its Board of  
Directors and he acknowledged that the execution of the foregoing  
instrument was the free act and deed of said corporation.

  
JAMES FOLEY  
Notary Public, State of New York  
No. 81427  
Qualified in New York County  
Commission Expires March 30, 1980

STATE OF ILLINOIS     )  
                              )     ss.:  
COUNTY OF COOK        )

On this *3rd* day of December, 1979 before me personally appeared R. E. Zimmerman, to me personally known, who being by me duly sworn, says that he is Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Alouane K. [Signature]*  
Notary Public

My Commission Expires: *October 12, 1982*

SCHEDULE A

ORIGINAL RECORDATION				SUPPLEMENTAL RECORDATIONS		
SERIES	DATED	DATE OF ICC RECORDATION	RECORDATION NUMBER	DATED	DATE OF ICC RECORDATION	RECORDATION NUMBER
30	9/01/72	9/11/72	6737	1/26/75	3/06/75	6737-A
				12/01/77	12/09/77	6737-B
31	2/01/73	2/27/73	6945	1/26/75	3/06/75	6945-A
				12/01/77	12/09/77	6945-B
32	8/15/73	8/31/73	7144	10/01/73	10/10/73	7144-A
				1/26/75	3/06/75	7144-B
				12/01/77	12/09/77	7144-C
33	3/01/74	3/18/74	7431	1/26/75	3/06/75	7431-A
				12/01/77	12/09/77	7431-B
				10/25/77	2/13/78	7431-C
34	7/01/74	7/15/74	7570	9/15/74	10/21/74	7570-A
				9/15/74	11/29/74	7570-B
				1/26/75	3/06/75	7570-C
				12/01/77	12/09/77	7570-D
				10/25/77	2/14/78	7570-E
35	6/15/75	7/7/75	7982			
36	12/1/75	12/16/75	8142	3/15/76	4/05/76	8142-A
				10/25/77	2/13/78	8142-B
37	9/15/76	10/21/76	8528	11/1/76	11/24/76	8528-A



SCHEDULE B  
TRUST GROUP # 7

DESTROYED EQUIPMENT

<u>Agreement #</u>	<u>Car Type</u>	<u>Car Numbers</u>	<u>Car Value</u>	
Series 30 (9/1/72)	60' FC	080 779	\$ 29,951.21	
	89' FC	940 711	19,439.02	
	89' FC	940 740	16,990.88	
			<u>66,381.11</u>	
Series 31 (2/1/73)	89' FC	158 436	20,216.49	
	89' FC	977 016	24,471.63	
	89' FC	158 452	23,386.77	
			<u>68,074.89</u>	
Series 32 (8/15/73)	89' FC	964 854	24,239.55	
	89' FC	971 321	29,441.04	
	89' FC	253 801	26,397.05	
	89' FC	253 799	25,067.97	
		<u>105,145.61</u>		
Series 33 (3/1/74)	89' FC	159 673	26,813.17	
	89' FC	159 620	22,723.82	
	89' FC	159 480	26,360.55	
	89' FC	973 142	32,620.36	
	89' FC	973 159	32,042.16	
	89' FC	973 196	28,170.66	
	89' FC	973 138	31,897.61	
	89' FC	802 906	28,332.45	
	89' FC	802 935	25,264.56	
		<u>254,225.34</u>		
Series 34 (7/1/74)	60' FC	097 151	17,178.29	(Partial-77)
	89' FC	604 069	24,722.13	
	89' FC	974 581	28,926.71	
	89' FC	974 610	28,926.71	
	89' FC	159 981	25,360.35	
	89' FC	160 124	25,519.68	
	89' FC	159 769	24,157.83	
	89' FC	803 023	26,234.28	
	89' FC	942 012	23,595.45	
	89' FC	254 703	28,585.45	
		<u>253,206.88</u>		
Series 35 (6/15/75)	89' FC	965 542	26,010.48	
Series 36 (12/1/75)	60' FC	097 900	32,723.19	
	89' FC	256 208	28,737.01	
	89' FC	256 183	29,094.60	
		<u>90,554.80</u>		
Series 37 (9/15/76)	89' FC	700 193	17,000.89	(Partial)
		<u>\$880,600.00</u>		

SCHEDULE C  
TRUST GROUP 7, SUPPLEMENT XXXII  
REPLACEMENT EQUIPMENT

<u>Car Description</u>	<u>Quantity</u>	<u>Car Numbers (Incl.)</u>	<u>Unit Cost</u>	<u>Total Cost</u>
<u>Thrall Car Manu- facturing Co.</u>				
68", 100-ton capacity, hydraulic draft gear, flush deck flatcars . with bulkhead	17	81668-81684	\$51,800.00	<u>\$880,600.00</u>